

DemandTec, Inc.  
Form 8-K/A  
May 19, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 8-K/A**

Amendment No. 1

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 11, 2011**

**DEMANDTEC, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-33634**  
(Commission File Number)

**94-3344761**  
(I.R.S. Employer  
Identification Number)

**One Franklin Parkway, Building 910**  
**San Mateo, CA 94403**

(Address of principal executive offices and zip code)

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Registrant's telephone number, including area code: **(650) 645-7100**

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Explanatory Note**

This Amendment No. 1 (this Amendment) is being filed to amend and supplement Item 9.01 of the Current Report on Form 8-K of DemandTec, Inc. (DemandTec or the Company), originally filed with the Securities and Exchange Commission on March 16, 2011 (the Report), to include the financial statements and pro forma financial information required under Item 9.01 below.

**Item 9.01. Financial Statements and Exhibits.**

*(a) Financial statements of businesses acquired*

The audited consolidated balance sheets of M-Factor, Inc., a Delaware corporation (M-Factor), as of June 30, 2010 and 2009, and the related consolidated statements of operations, stockholders' equity (deficit) and cash flows for the years then ended and the unaudited consolidated balance sheet of M-Factor as of December 31, 2010, the related consolidated statements of operations and cash flows for the six months ended December 31, 2010 and 2009, and the consolidated statement of stockholders' deficit for the six months ended December 31, 2010 are filed as Exhibit 99.1 to this Report.

*(b) Pro forma financial information*

The unaudited pro forma combined condensed consolidated financial information as of February 28, 2011 and for the fiscal year then ended is filed as Exhibit 99.2 to this Report.

*(d) Exhibits*

**Exhibit**

<b>No.</b>	<b>Description</b>
Exhibit 2.1	Agreement and Plan of Merger dated March 9, 2011 by and among DemandTec, Inc., Mogul Merger Sub, Inc., M-Factor, Inc. and Shareholder Representative Services LLC, as Stockholders' Representative.*^
Exhibit 23.1	Consent of independent auditors.#
Exhibit 99.1	Audited consolidated balance sheets of M-Factor, Inc. as of June 30, 2010 and 2009, and the related consolidated statements of operations, stockholders' equity (deficit) and cash flows for the years then ended and the unaudited consolidated balance sheet of M-Factor as of December 31, 2010, the related consolidated statements of operations and cash flows for the six months ended December 31, 2010 and 2009, and the consolidated statement of stockholders' deficit for the six months ended December 31, 2010.#
Exhibit 99.2	Unaudited pro forma combined condensed consolidated financial information as of February 28, 2011 and for the fiscal year then ended.#

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\* Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. DemandTec hereby undertakes to furnish supplementally copies of any of the omitted schedules and exhibits upon request by the Securities and Exchange Commission.

^ Previously filed as an exhibit with the Report.

# Filed with this Amendment.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**DEMANDTEC, INC.**

DATE: May 19, 2011

By:

*/s/ Mark A. Culhane*  
Mark A. Culhane  
Executive Vice President and CFO

**EXHIBIT INDEX**

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# Filed herewith.